

CME GROUP INC.
Form 4
September 16, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Harley Jill A

(Last) (First) (Middle)
20 S. WACKER DRIVE
(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CME GROUP INC. [CME]

3. Date of Earliest Transaction (Month/Day/Year)
09/14/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
MD & CAO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock Class A | 09/14/2014 | | F | 176 ⁽¹⁾ | D \$ 79.33 | 10,624 | D |
| Common Stock Class A | 09/15/2014 | | F | 259 ⁽²⁾ | D \$ 79.82 | 10,365 | D |
| Common Stock Class A | 09/15/2014 | | A | 2,404 | A \$ 0 | 12,769 | D |
| Common Stock Class | 09/15/2014 | | M | 1,225 | A \$ 54.37 | 13,994 | D |

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| | | | | | | | |
|---|---------------------------------------|---|---------------------|---|---------|--------|---|
| A | Common Stock Class 09/15/2014 A | S | <u>1,225</u> (3) | D | \$ 80 | 12,769 | D |
| A | Common Stock Class 09/15/2014 A | M | 1,350 | A | \$ 54.3 | 14,119 | D |
| A | Common Stock Class 09/15/2014 A | S | <u>1,350</u> (3) | D | \$ 80 | 12,769 | D |
| A | Common Stock Class 09/15/2014 A | S | 245 <u>(3)</u> | D | \$ 80 | 12,524 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy) | \$ 54.3 | 09/15/2014 | | M | 1,350 | 09/15/2011 ⁽⁴⁾ 09/15/2020 | Common Stock Class A |
| Non-Qualified Stock Option (right to buy) | \$ 54.37 | 09/15/2014 | | M | 1,225 | 09/15/2012 ⁽⁵⁾ 09/15/2021 | Common Stock Class A |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Harley Jill A
20 S. WACKER DRIVE
CHICAGO, IL 60606

MD & CAO

Signatures

By: Margaret Austin Wright For: Jill A.
Harley

09/16/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Ms. Harley surrendered shares to the Company in order to fulfill tax withholding obligations upon the vesting of restricted stock on 9/14/2014.
- (2) Ms. Harley surrendered shares to the Company in order to fulfill tax withholding obligations upon the vesting of restricted stock on 9/15/2014.
- (3) This sale was completed pursuant to the terms of a pre-arranged trading plan established in accordance with Rule 10b5-1.
- (4) These options were granted on September 15, 2010. They vest over a four year period, with 25% vesting one year after the grant date and 25% vesting on that same date in each of the following three years, subject to acceleration or termination in certain circumstances.
- (5) These options were granted on September 15, 2011. They vest over a four year period, with 25% vesting one year after the grant date and 25% vesting on that same date in each of the following three years, subject to acceleration or termination in certain circumstances.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.